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DATE RECEIVED

# FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

PROCESSED
NOV 0 6 2002
THOMSON FINANCIAL

name has chan	ged, and indicate change.)
3 OF COMMON	I STOCK IN FPC MERGER
[ ] Rule 505	[x] Rule 506 [] Section 4(6) [] ULOE
[]	Amendment
ENTIFICATION	ON DATA
	G OF COMMON

Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Webster Financial Corporation

Address of Executive Offices Code)

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area

145 Bank Street, Waterbury, Connecticut 06702

(203) 753-2921

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	A. BAS	IC IDEN	ITIFICATIO	N DATA	
Address of Principa Area Code) (if different from Ex	Il Business Operations (Nu	ımber and	Street, City, S	tate, Zip Code)	Telephone Number (Incl.
Webster Insurance, services to individu advisory services to	Corporation ("Webster" or th , Inc. ("Webster Insurance") als, families and businesses	, and Web primarily ies throug	ster D&P Hold in Connecticu hout the Unite	ings, Inc. ("Duff & and equipment f d States. Webste	& Phelps"), delivers financial financing and financial r Bank provides business and
Type of Business Organization		· · · ·			
[x] corporation	[ ] limited partnership, a	lready forr	ned [] othe	r (please specify)	:
[ ] business trust	[ ] limited partnership, to	be forme	d		
		Month	Year		
Organization:	Date of Incorporation or		[3][5]	[x]Actu	ıal [] Estimated
	<ul> <li>o-letter U.S. Postal Service for other foreign jurisdiction</li> </ul>		ion for State: [ D ][ E ]	* The Bank wa	as founded in 1935 and

#### **GENERAL INSTRUCTIONS**

converted from a federal mutual to a federal stock institution in 1986

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation D</u> or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

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- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers.		
Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive [ X] D Apply: Owner Officer		General and/or Managing Partner
Full Name (Last name first, if individual) BECKER, Joel S.		
Business or Residence Address (Number and Street, City, State, Zip Coo Webster Financial Corporation, 145 Bank Street, Waterbury, Connecticut 06702	de)	
Check Box(es) that [ ] Promoter [ ] Beneficial [ X] Executive Officer [ X] D Apply: Owner		General and/or Managing Partner
Full Name (Last name first, if individual) BROMAGE, William T.		
Business or Residence Address (Number and Street, City, State, Zip Coc Webster Financial Corporation, 145 Bank Street, Waterbury, Connecticut 06702	de)	
Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive Officer [ X] D Apply: Owner		General and/or Managing Partner
Full Name (Last name first, if individual) CARPENTER, George T.		
Business or Residence Address (Number and Street, City, State, Zip Coo Webster Financial Corporation, 145 Bank Street, Waterbury, Connecticut 06702	de)	
Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive Officer [ X] D Apply: Owner		General and/or Managing Partner
Full Name (Last name first, if individual) CRAWFORD, John J.		
Business or Residence Address (Number and Street, City, State, Zip Coo Webster Financial Corporation, 145 Bank Street, Waterbury, Connecticut 06702	de)	
Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive Officer [X ] D Apply:		General and/or Managing Partner
Full Name (Last name first, if individual) FINKENZELLER, Robert A.	- 30 (May-19)	
Business or Residence Address (Number and Street, City, State, Zip Cocc/o Webster Financial Corporation, 145 Bank Street, Waterbury, Connecticut 067		

A. BASIC IDENTIFICATION DATA, continued
Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive Officer [X ] Director [ ] General and/or Apply:  Owner  Managing Partner
Full Name (Last name first, if individual) JACOBI, C. Michael
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Webster Financial Corporation, 145 Bank Street, Waterbury, Connecticut 06702
Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive Officer [X ] Director [ ] General and/or Apply: Managing Partner
Full Name (Last name first, if individual) MORRIS, Michael G.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Webster Financial Corporation, 145 Bank Street, Waterbury, Connecticut 06702
Check Box(es) that [ ] Promoter [ ] Beneficial [ ] Executive Officer [X ] Director [ ] General and/or Apply: Managing Partner
Full Name (Last name first, if individual) McCARTHY, John F.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Webster Financial Corporation, 145 Bank Street, Waterbury, Connecticut 06702
Check Box(es) that [ ] Promoter [ ] Beneficial [ X] Executive Officer [X ] Director [ ] General and/or Apply: Managing Partner
Full Name (Last name first, if individual) SMITH, James C.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Webster Financial Corporation, 145 Bank Street, Waterbury, Connecticut 06702
Check Box(es) that [ ] Promoter [ ] Beneficial [ X] Executive Officer [ ] Director [ ] General and/or Apply: Managing Partner
Full Name (Last name first, if individual) HEALY, William J.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Webster Financial Corporation, 145 Bank Street, Waterbury, Connecticut 06702
Check Box(es) that [ ] Promoter [ ] Beneficial [ X] Executive Officer [ ] Director [ ] General and/or Apply: Managing Partner
Full Name (Last name first, if individual) MULLIGAN, Peter K.
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Webster Financial Corporation, 145 Bank Street, Waterbury, Connecticut 06702
A. BASIC IDENTIFICATION DATA, continued

K,

Check Box(es) that Apply:	[ ] Promoter [ ]	Beneficial Owner	[X] Executive Officer [	] Director [	[ ] General and/or Managing Partner
Full Name (Last nam STRICKLAND, Ross					
Business or Residencial		•	nd Street, City, State, Zip Waterbury, Connecticut	•	

					B. INFO	ORMATI	ON ABO	OUT OF	FERING				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										es	No [x]	
2	Answer also in Appendix, Column 2, if filing under ULOE.												
2.									No.				
3.									[X]				
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Ful	l Name	Last name	e first, if i	ndividua	l)								
Bu	siness o	· Residenc	e Addres	SS	(Numl	per and	Street, C	city, Stat	e, Zip Co	ode)			
Na	me of As	sociated E	Broker or	Dealer				·					
		hich Perso States" or								••••	[ ] AI	l States	
[AL			[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]			[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[M]	-		[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK]	[OR] [WY]	[PA] . [PR]	
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)													
Business or Residence Address (Number and Street, City, State, Zip Code)													
Na	me of As	sociated E	Broker or	Dealer									
(Cr [AL	ieck "All ] [Ak		check in [AR]	dividual [CA]	States). [CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	States	
[IL]			[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[M]			[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	
11.71	1 100	1 100	11111	1171	1011	1 7 1 1	1 4 🗥 1	14471	1000	IAAII	1441	11 (M	

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [X] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Approximate Approximate Aggregate Value of Value of Offering Price Securities Issued of Exchanged in Exchange Type of Security Shares Debt..... 0 Equity ..... \$2,749,959.21 \$2,749,959.21 [x] 83.720 shares of Common Stock, par value \$.01 per share, issued in a stock for stock exchange, valued at \$32.8471 per share 1/ [ ] Preferred Convertible Securities (including warrants): Partnership Interests..... Other (Specify): Earnout Shares <sup>2</sup>/..... 0 0 Total..... \$2,749,959.21 \$2,749,959.21 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Approximate Aggregate Dollar Number of Value of Common Stockholders Stock Exchanged Accredited Investors..... \$2,749,959.21 Non-accredited Investors ..... Total (for filings under Rule 504 only).....

Answer also in Appendix, Column 4, if filing under ULOE.

Pursuant to a merger of a subsidiary of the issuer, Firefly Acquisition Corp. ("Merger Sub"), formed for the purpose of the merger, with and into Fleming, Perry & Cox, Inc. ("FPC"), the issued and outstanding shares of common stock, no par value per share, of FPC was converted into and exchangeable for (i) \$650,000 cash consideration, (ii) 83,720 shares of Common Stock of the Issuer, and (iii) Earnout Shares. The dollar value in this Part C – Question 1 does not include the total number or estimated value of the Earnout Shares.

Earnout Shares are additional shares of issuer's Common Stock that may be issued to the former stockholders of FPC subject to the issuer achieving certain financial performance objectives after the effective date of the merger.

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS

3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
		Type of	Dollar
	Type of offering	Security	Amount Sold
	Rule 505  Regulation A  Rule 504	0 0 0	<u>0</u> 0
4.	Total	0	0
	Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses: Miscellaneous administrative expenses Total		[] \$ 0 [X] \$ 70,000 [] \$ 0 [] \$ 0 [] \$ 0 [X] \$ 30,000 [] \$ 100,000
	b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ <u>2,749,959.21*</u>
	merger transaction and no cash was given to purchase the Common Stock. Accordingly, there are no "adjusted gross proceeds to the issuer."		

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors & Affiliates Payments To Others
Salaries and fees	[]\$0_[]\$0
Purchase of real estate	[]\$0[]\$0
Purchase, rental or leasing and installation of machinery and equipment	[]\$0[]\$0
Construction or leasing of plant buildings and facilities	[]\$0[]\$0
Acquisition of another business: amount listed includes the value of Common Stock of issuer involved in this stock for stock offering whereby such Common Stock was issued in exchange for the outstanding securities of another company in a merger	[]\$ <u>0</u> [x]\$ <u>2,749,959.21</u>
Repayment of indebtedness	[]\$ 0 []\$ 0
Working capital	[]\$0[]\$0
Other (specify):	[]\$0[]\$0
Column Totals	[]\$ <u>0</u> [x]\$ <u>2,749,959.21</u>
Total Payments Listed (column totals added)	[ x ] \$ <u>2,749,959.21</u>

## D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

WEBSTER FINANCIAL CORPORATION

Name of Signer (Print or Type)

William T. Bromage

Signature

Title of Signer (Print or

President and Chief Operating Officer

**ATTENTION** 

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)